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Attorneys for Defendant UnitedHealth Group Incorporated;  
and Defendants/Counterclaim Plaintiffs  
United Healthcare Services, Inc., UnitedHealthcare  
Insurance Company; OptumInsight, Inc.

UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

ALMONT AMBULATORY SURGERY  
CENTER, LLC; *et al.*

Plaintiffs,

v.

UNITEDHEALTH GROUP,  
INCORPORATED; *et al.*,

Defendants.

UNITED HEALTHCARE SERVICES, INC.;  
*et al.*,

Counterclaim Plaintiffs,

v.

ALMONT AMBULATORY SURGERY  
CENTER, LLC; *et al.*

Counterclaim Defendants.

Case No 2:14-cv-03053-MWF(VBKx)

**DECLARATION OF ANDREW  
HOLLY IN SUPPORT OF  
COUNTERCLAIM PLAINTIFFS'  
OPPOSITION TO PROVIDERS'  
MOTION TO DISMISS THE  
SECOND AMENDED  
COUNTERCLAIM**

**DATE: Sept. 9, 2015  
TIME: 3:00 pm  
DEPT.: Courtroom 16**

(Superior Court of the State of  
California, County of Los Angeles,  
Central District Case Number:  
BC540056)

Complaint filed: March 21, 2014

1 I, Andrew Holly, declare as follows:

2 1. I am a Partner at the law firm of Dorsey & Whitney LLP, attorneys for the  
3 United entities (“United”) in the above-captioned action. I make this declaration in  
4 support of United’s Opposition to the Providers’ Motion to Dismiss the Second  
5 Amended Counterclaim (“Motion”). This declaration is based on books and records  
6 which Dorsey keeps in the ordinary course of its business.

7 2. My clients have provided the Counterclaim Defendants with plan documents  
8 for numerous ERISA benefit plans at issue in this case.

9 3. The Counterclaim Defendants attached some of these documents, either in  
10 whole or in part, to the declaration of Bridget A. Gordon (the “Gordon  
11 Declaration”) filed in support of their Motion.

12 4. For some of these documents, the Counterclaim Defendants only included  
13 excerpts of the relevant documents or did not highlight the relevant provisions of  
14 these documents. Accordingly, attached hereto are true and correct copies of either  
15 excerpts of the documents the Counterclaim Defendants attached to the Gordon  
16 Declaration (with additional highlighting) or additional pages of the documents the  
17 Counterclaim Defendants attached, in part, to the Gordon Declaration.

18 5. For the convenience of the Court and parties, relevant provisions have been  
19 highlighted by attorneys for United, though where United has used the same  
20 excerpts as Providers, highlighting may also remain from the Providers’ attorneys.

21 6. Attached hereto as **Exhibit 1** are excerpts from a true and correct copy of  
22 Exhibit B to the Providers’ Motion.

23 7. Attached hereto as **Exhibit 2** are true and correct copies of additional pages  
24 from the document which was attached, in part, as Exhibit A to the Providers’  
25 Motion.

26 8. Attached hereto as **Exhibit 3** are true and correct copies of additional pages  
27 from the document which was attached, in part, as Exhibit C to the Providers’  
28

1 Motion.

2 9. Attached hereto as **Exhibit 4** are excerpts from a true and correct copy of  
3 Exhibit D to the Providers' Motion.

4 10. Attached hereto as **Exhibit 5** are true and correct copies of additional pages  
5 from the document which was attached, in part, as Exhibit F to the Providers'  
6 Motion.

7 11. Attached hereto as **Exhibit 6** are excerpts from a true and correct copy of  
8 Exhibit G to the Providers' Motion.

9 12. Attached hereto as **Exhibit 7** are excerpts from a true and correct copy of  
10 Exhibit I to the Providers' Motion.

11 13. Attached hereto as **Exhibit 8** are excerpts from a true and correct copy of  
12 Exhibit K to the Providers' Motion.

13 14. Attached hereto as **Exhibit 9** are excerpts from a true and correct copy of  
14 Exhibit M to the Providers' Motion.

15 15. Attached hereto as **Exhibit 10** are true and correct copies of additional pages  
16 from the document which was attached, in part, as Exhibit N to the Providers'  
17 Motion.

18 16. Attached hereto as **Exhibit 11** are true and correct copies of additional pages  
19 from the document which was attached, in part, as Exhibit O to the Providers'  
20 Motion.

21 17. Attached hereto as **Exhibit 12** are true and correct copies of additional pages  
22 from the document which was attached, in part, as Exhibit P to the Providers'  
23 Motion.

24 18. Attached hereto as **Exhibit 13** are true and correct copies of additional pages  
25 from the document which was attached, in part, as Exhibit R to the Providers'  
26 Motion.

27 19. Attached hereto as **Exhibit 14** are true and correct copies of additional pages  
28 from the document which was attached, in part, as Exhibit T to the Providers'

1 Motion.

2 20. Attached hereto as **Exhibit 15** are excerpts from a true and correct copy of  
3 Exhibit W to the Providers' Motion.

4 21. Attached hereto as **Exhibit 16** are true and correct copies of additional pages  
5 from the document which was attached, in part, as Exhibit X to the Providers'  
6 Motion.

7 22. Attached hereto as **Exhibit 17** are true and correct copies of additional pages  
8 from the document which was attached, in part, as Exhibit Y to the Providers'  
9 Motion.

10 23. Attached hereto as **Exhibit 18** are true and correct copies of additional pages  
11 from the document which was attached, in part, as Exhibit Z to the Providers'  
12 Motion.

13 24. Attached hereto as **Exhibit 19** are excerpts from a true and correct copy of  
14 Exhibit BB to the Providers' Motion.

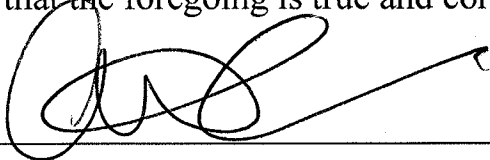
15 25. Attached hereto as **Exhibit 20** are true and correct copies of additional pages  
16 from the document which was attached, in part, as Exhibit DD to the Providers'  
17 Motion.

18 26. Attached hereto as **Exhibit 21** are true and correct copies of additional pages  
19 from the document which was attached, in part, as Exhibit EE to the Providers'  
20 Motion.

21 27. Attached hereto as **Exhibit 22** are true and correct copies of additional pages  
22 from the document which was attached, in part, as Exhibit GG to the Providers'  
23 Motion.

24 I declare under penalty of perjury under the laws of the United States of  
25 America and the State of California that the foregoing is true and correct.

26  
27 Dated: July 29, 2015

28  
  
Andrew Holly